

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.,**

**Reorganized Debtors.**

**Chapter 11**

**Case No. 01-1139 (KJC)**

**Objection Deadline: July 8, 2014 at 4:00 p.m.**

**Hearing Date: October 14, 2014 at 10:00 a.m.**

**Ref. No. 32150 and 32287**

**CERTIFICATION OF COUNSEL REGARDING DOCKET NO. 32150**

On May 6, 2014, the undersigned filed the Fourth Quarterly and Final Fee Application of Lincoln Partners Advisors LLC (“Lincoln”) as Financial Advisor to David T. Austern, Former Asbestos PI Future Claimants’ Representative, and Roger Frankel, Successor Asbestos PI Future Claimants’ Representative (collectively, the “FCR”), for Compensation of Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred for the Fourth Quarterly Period from January 1, 2014 through February 3, 2014 and the Final Fee Period from September 1, 2009 through February 3, 2014 [Docket No. 32150] (collectively, the “Final Fee Application”).

The Final Fee Application seeks the award of final compensation for services rendered and expenses incurred in connection with Lincoln’s services to the FCR in these Chapter 11 cases from September 1, 2009 through February 3, 2014 in the amount of \$2,920,000.00 in fees and \$34,998.27 in expenses, for a total award of \$2,954,998.27 (collectively, the “Final Fees and Expenses”).

On July 14, 2014, the Fee Auditor filed a Final Report Regarding the Final Fee Application with the Court, which recommends final approval of the Final Fees and Expenses without adjustment [Docket No. 32287] (the “Final Report”).

The undersigned hereby certifies that, as of the date hereof, other than the Final Report, she has received no answer, objection or other responsive pleading to the Final Fee Application. The undersigned further certifies that she has caused the Court's docket in the above-captioned cases to be reviewed and, other than the Final Report, no answer, objection or other responsive pleading to the Final Fee Application appears thereon. Pursuant to the Final Fee Application, objections were to be filed no later than July 8, 2014.

WHEREFORE, the undersigned respectfully requests that the proposed Order as filed with the Final Fee Application be entered by the Court.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: July 17, 2014

By: /s/ DEBRA L. FELDER

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